

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that my residence, post office address and citizenship are as stated below next to my name, and I verily believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed for which a patent is sought on the invention entitled:

**COMPOSITIONS COMPRISING A DISPERSANT AND AN OVERBASED CARBOXYLATE
OR SULFONATE FOR RHEOLOGY CONTROL IN COATINGS AND INKS**

the specification of which was filed on May 20, 2005 as Application Serial No. _____ (the inventor authorizes adding the United States Serial Number at a later date).

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above. I acknowledge the duty to disclose information which is material to the patentability and the examination of this application in accordance with Title 37, Code of Federal Regulations, Section 1.56(a).

I hereby claim the benefit under Title 35, United States Code, Section 120/365 of all United States and PCT international application(s) listed below and insofar as the subject matter of each of the claims of this application is not disclosed in such prior application(s) in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56(a), which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

WO 2004/048484
(Application Serial No.)

June 10, 2004
(Published)

I hereby appoint as my attorneys and/or agent(s) Thoburn T. Dunlap, Reg. No. 31,246; Joe A. Powell, Reg. No. 28,108; Samuel B. Laferty, Reg. No. 31,537; Michael F. Esposito, Reg. No. 29,506; Jason S. Fokens, Reg. No. 56,188; David M. Shold, Reg. No. 31,664; and Teresan Gilbert, Reg. No. 31,360; with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith. Address all telephone calls to Samuel B. Laferty at telephone number 216-447-5541. Please mail all correspondence to Legal Department, Noveon IP Holdings Corp., 9911 Brecksville Road, Cleveland, Ohio 44141-3247.

I declare further that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Inventor's Signature _____

Date: _____

Inventor's Typed Name: Robert A. Pollack

Citizenship: United States

Residence (City): Auburn

State/Foreign Country: Ohio

Post Office Address: 17330 Curry Lane, Auburn, Ohio 44023

Inventor's Signature _____ Date: _____
Inventor's Typed Name: John H. Larson Citizenship: United States
Residence (City): Woodridge State/Foreign Country: Illinois
Post Office Address: 6673 Foxtree Avenue, Woodridge, Illinois 60517

Inventor's Signature _____ Date: _____
Inventor's Typed Name: Okson Yi Citizenship: United States
Residence (City): Chagrin Falls State/Foreign Country: Ohio
Post Office Address: 18895 Rivers Edge Drive West, Chagrin Falls, Ohio 44023

Inventor's Signature _____ Date: _____
Inventor's Typed Name: Naresh C. Mathur Citizenship: United States
Residence (City): Highland Heights State/Foreign Country: Ohio
Post Office Address: 393 Leverett Lane, Highland Heights, Ohio 44143

Inventor's Signature _____ Date: _____
Inventor's Typed Name: William R. Sweet Citizenship: United States
Residence (City): Richmond Heights State/Foreign Country: Ohio
Post Office Address: 4903 Gleeten Road, Richmond Heights, Ohio 44143

Inventor's Signature _____ Date: _____
Inventor's Typed Name: Robert E. Quinn Citizenship: United States
Residence (City): Cleveland State/Foreign Country: Ohio
Post Office Address: 11914 Brighton Avenue, Cleveland, Ohio 44111

Inventor's Signature _____ Date: _____
Inventor's Typed Name: John S. Perz Citizenship: United States
Residence (City): Mentor State/Foreign Country: Ohio
Post Office Address: 5432 Wixford Lane, Mentor, Ohio 44060

Inventor's Signature _____ Date: _____
Inventor's Typed Name: Albert F. Baumann Citizenship: United States
Residence (City): Highland Heights State/Foreign Country: Ohio
Post Office Address: 1036 Oakview Drive, Highland Heights, Ohio 44143

Inventor's Signature _____ Date: _____
Inventor's Typed Name: George A. Malchow, Jr. Citizenship: United States
Residence (City): Mentor-on-the Lake State/Foreign Country: Ohio
Post Office Address: 7608 Southland Drive, Mentor-on-the-Lake, Ohio 44060